

Division of Corporations

P9500028526

Florida Department of State

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MERGER OR SHARE EXCHANGE

DeMert Brands, Inc.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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ARTICLES OF MERGER AND PLAN OF MERGER**OF****DEMERT BRANDS, INC.****INTO****NATURE'S THERAPY, INC.**

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act (the "FBCA"), DEMERT BRANDS, INC., a Florida corporation ("DeMert"), and NATURE'S THERAPY, INC., a Florida corporation ("Nature"), approve and submit the following Articles of Merger and Plan of Merger to effectuate a merger of DeMert into Nature (the "Merger"):

**ARTICLE I
PLAN OF MERGER**

The Plan of Merger of DeMert into Nature is as follows:

1.1 Parties to the Merger. The name and jurisdiction of formation of each of the constituent entities to the Merger are as follows:

| <u>Constituent Entity</u> | <u>Jurisdiction of Formation</u> | <u>Document No.</u> |
|---------------------------|--------------------------------------|---------------------|
| DeMert Brands, Inc. | Florida | P01000001720 |
| Nature's Therapy, Inc. | Florida | P95000028526 |

1.2 Surviving Corporation and Name Change. DeMert shall be merged into Nature, with Nature being the Surviving Corporation (the "Surviving Corporation"). Immediately following the Merger, the name of the Surviving Corporation shall change to "DeMert Brands, Inc."

1.3 Effective Time. The Merger shall become effective at 12:05 a.m. Eastern Time on January 1, 2014 (the "Effective Time").

1.4 Effect of the Merger. At the Effective Time:

(a) The separate corporate existence of DeMert shall cease and the corporate existence of Nature shall continue as the Surviving Corporation.

(b) The title to all real estate and other property, or any interest therein, owned by Nature or DeMert will be vested in the Surviving Corporation without reversion or impairment.

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(c) The Surviving Corporation shall be responsible and liable for all the liabilities and obligations of each of Nature and DeMert.

(d) Any claim existing or action or proceeding pending by or against Nature may be continued as if the Merger did not occur.

(e) The Surviving Corporation may be substituted in any claim existing, or action or proceeding pending, by or against DeMert.

(f) Neither the rights of creditors nor any liens upon the property of Nature or DeMert shall be impaired by the Merger.

(g) The Articles of Incorporation and Bylaws of Nature in effect immediately prior to the effectiveness of the Merger shall be the Articles of Incorporation and Bylaws of the Surviving Corporation after the Merger.

(h) The shares (and the rights to acquire shares, obligations, or other securities) of each corporation party to the Merger that are to be converted into shares, rights, obligations, or other securities of the Surviving Corporation or any other corporation or into cash or other property, are converted, and the former holders of the shares are entitled only to the rights provided in Section 1.5 of these Articles of Merger and Plan of Merger or to their rights under Section 607.1302 of the FRCA.

1.5 Effect on Equity.

(a) Each share of the capital stock of DeMert ("*DeMert Stock*") that is issued and outstanding immediately prior to the Effective Time shall no longer be outstanding, shall be canceled and retired, and shall cease to exist, and each holder of DeMert Stock shall cease to have any rights with respect thereto. From and after the Effective Time, each certificate previously evidencing ownership of DeMert Stock shall be null and void.

(b) The shares of capital stock of Nature issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding, shall be unaffected by the Merger and shall continue to be owned by the persons holding such shares immediately prior to the Effective Time.

1.6 Tax Consequences. Nature is characterized as an "S corporation" for federal and state income tax purposes. The shareholders of DeMert and Nature are the same persons. These Articles of Merger and Plan of Merger are intended to serve as a Plan of Reorganization for purposes of federal and state tax laws. The parties intend that the Merger will be treated as a tax-free reorganization pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

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**ARTICLE II
EFFECTIVE DATE OF THE MERGER**

The effective date of the Merger shall be 12:05 a.m. Eastern Time on January 1, 2014.

**ARTICLE III
SHAREHOLDER APPROVAL**


In accordance with the provisions of the FBCA, the Plan of Merger was unanimously approved as of December 27, 2013 by the shareholders of Nature and DeMert.

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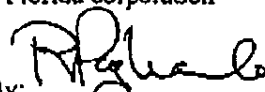
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IN WITNESS WHEREOF, these Articles of Merger and Plan of Merger have been executed in accordance with the requirements of the FBCA by the parties as of the 27th day of December, 2013.

NATURE'S THERAPY, INC.,
a Florida corporation

By: 
Name: Rocco Pagliarulo
Title: President

DEMERT BRANDS, INC.,
a Florida corporation

By: 
Name: Rocco Pagliarulo
Title: President

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